

DISTRIBUTION CENTER

ORIGINAL

** FLORIDA PUBLIC SERVICE COMMISSION ** 02 FEB 21 AM 9:46

DIVISION OF REGULATORY OVERSIGHT
CERTIFICATION SECTION

APPLICATION FORM
for
AUTHORITY TO PROVIDE
ALTERNATIVE LOCAL EXCHANGE SERVICE
WITHIN THE STATE OF FLORIDA

020145-TX

Instructions

This form is used as an application for an original certificate and for approval of the assignment or transfer of an existing certificate. In the case of an assignment or transfer, the information provided shall be for the assignee or transferee (See Page 12).

Print or type all responses to each item requested in the application and appendices. If an item is not applicable, please explain why.

Use a separate sheet for each answer which will not fit the allotted space.

Once completed, submit the original and six (6) copies of this form along with a non-refundable application fee of **\$250.00** to:

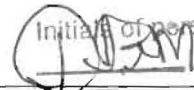
Florida Public Service Commission
Division of Records and Reporting
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6770

If you have questions about completing the form, contact:

Florida Public Service Commission
Division of Regulatory Oversight
Certification Section
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6480

Check received with filing and forwarded to Fiscal for deposit. Fiscal to forward a copy of check to RAR with proof of deposit.

Initials of person who forwarded check:



APPLICATION

1. This is an application for (check one):

- Original certificate** (new company).
- Approval of transfer of existing certificate:** Example, a non-certificated company purchases an existing company and desires to retain the original certificate of authority.
- Approval of assignment of existing certificate:** Example, a certificated company purchases an existing company and desires to retain the certificate of authority of that company.
- Approval of transfer of control:** Example, a company purchases 51% of a certificated company. The Commission must approve the new controlling entity.

2. Name of company:

INTERTOLL COMMUNICATIONS NETWORK CORP.

3. Name under which the applicant will do business (fictitious name, etc.):

INTERTOLL COMMUNICATIONS

4. Official mailing address (including street name & number, post office box, city, state, zip code):

3692 S.W. 23 TERR.

MIAMI, FL 33145

5. Florida address (including street name & number, post office box, city, state, zip code):

3692 S.W. 23 TERR

MIAMI, FL 33145

6. Structure of organization:

() Individual

() Foreign Corporation

() General Partnership

() Other _____

() Corporation

() Foreign Partnership

() Limited Partnership

7. If individual, provide:

Name: _____

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

Internet E-Mail Address: _____

Internet Website Address: _____

8. If incorporated in Florida, provide proof of authority to operate in Florida:

(a) The Florida Secretary of State corporate registration number:

S 42518

9. **If foreign corporation, provide proof of authority to operate in Florida:**

(a) The Florida Secretary of State corporate registration number:

10. **If using fictitious name-d/b/a, provide proof of compliance with fictitious name statute (Chapter 865.09, FS) to operate in Florida:**

(a) The Florida Secretary of State fictitious name registration number:

11. **If a limited liability partnership, provide proof of registration to operate in Florida:**

(a) The Florida Secretary of State registration number:

12. **If a partnership, provide name, title and address of all partners and a copy of the partnership agreement.**

Name: _____

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

Internet E-Mail Address: _____

Internet Website Address: _____

13. **If a foreign limited partnership, provide proof of compliance with the foreign limited partnership statute (Chapter 620.169, FS), if applicable.**

(a) The Florida registration number: _____

14. **Provide F.E.I. Number(if applicable):** _____

15. Indicate if any of the officers, directors, or any of the ten largest stockholders have previously been:

(a) adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. Provide explanation.

(b) an officer, director, partner or stockholder in any other Florida certificated telephone company. If yes, give name of company and relationship. If no longer associated with company, give reason why not.

16. Who will serve as liaison to the Commission with regard to the following?

(a) The application:

Name: MARIANO SUFFERN
Title: DIRECTOR OF SALES AND MARKETING
Address: 3692 SW 23 TERR
City/State/Zip: MIAMI FL 33145
Telephone No.: 305 446 6014 Fax No.: 305 445 7787
Internet E-Mail Address: MSUFFERN@INTERTOLL.NET
Internet Website Address: WWW.INTERTOLL.NET

(b) Official point of contact for the ongoing operations of the company:

Name: JORGE BICHARA
Title: OPERATIONS MANAGER
Address: 3692 SW 23 TERR
City/State/Zip: MIAMI FL 33145
Telephone No.: 305 446 6014 Fax No.: 305 445 7787
Internet E-Mail Address: JORGE@INTERTOLL.NET
Internet Website Address: WWW.INTERTOLL.NET

(c) Complaints/Inquiries from customers:

Name: ODALYS VALDES
Title: CUSTOMER SERVICE COORDINATOR
Address: 3692 SW 23 TERR
City/State/Zip: MIAMI FL 33145
Telephone No.: 305 446 6014 Fax No.: 305 445 7787
Internet E-Mail Address: ODALYS@INTERTOLL.NET
Internet Website Address: WWW.INTERTOLL.NET

17. List the states in which the applicant:

(a) has operated as an alternative local exchange company.

(b) has applications pending to be certificated as an alternative local exchange company.

(c) is certificated to operate as an alternative local exchange company.

(d) has been denied authority to operate as an alternative local exchange company and the circumstances involved.

(e) has had regulatory penalties imposed for violations of telecommunications statutes and the circumstances involved.

(f) has been involved in civil court proceedings with an interexchange carrier, local exchange company or other telecommunications entity, and the circumstances involved.

18. Submit the following:

A. Managerial capability: give resumes of employees/officers of the company that would indicate sufficient managerial experiences of each.

B. Technical capability: give resumes of employees/officers of the company that would indicate sufficient technical experiences or indicate what company has been contracted to conduct technical maintenance.

SEE ATTACHED

C. Financial capability.

The application **should contain** the applicant's audited financial statements for the most recent 3 years. If the applicant does not have audited financial statements, it shall so be stated.

The unaudited financial statements should be signed by the applicant's chief executive officer and chief financial officer **affirming that the financial statements are true and correct** and should include:

1. the balance sheet:
2. income statement: and
3. statement of retained earnings.

NOTE: *This documentation may include, but is not limited to, financial statements, a projected profit and loss statement, credit references, credit bureau reports, and descriptions of business relationships with financial institutions.*

Further, the following (which includes supporting documentation) should be provided:

1. **written explanation** that the applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served.
2. **written explanation** that the applicant has sufficient financial capability to maintain the requested service.
3. **written explanation** that the applicant has sufficient financial capability to meet its lease or ownership obligations.

THIS PAGE MUST BE COMPLETED AND SIGNED

APPLICANT ACKNOWLEDGMENT STATEMENT

- 1. REGULATORY ASSESSMENT FEE:** I understand that all telephone companies must pay a regulatory assessment fee in the amount of .15 of one percent of gross operating revenue derived from intrastate business. Regardless of the gross operating revenue of a company, a minimum annual assessment fee of \$50 is required.
- 2. GROSS RECEIPTS TAX:** I understand that all telephone companies must pay a gross receipts tax of two and one-half percent on all intra and interstate business.
- 3. SALES TAX:** I understand that a seven percent sales tax must be paid on intra and interstate revenues.
- 4. APPLICATION FEE:** I understand that a non-refundable application fee of \$250.00 must be submitted with the application.

UTILITY OFFICIAL:

MARIO SUFFERN

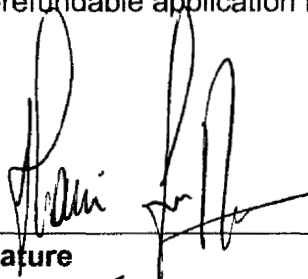
Print Name

PRESIDENT

Title

305 446 6014

Telephone No.



Signature

2-15-02

Date

305 445 7787

Fax No.

Address:

3692 SW 23 TERR

MIAMI, FL 33145

THIS PAGE MUST BE COMPLETED AND SIGNED

AFFIDAVIT

By my signature below, I, the undersigned officer, attest to the accuracy of the information contained in this application and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide alternative local exchange company service in the State of Florida. I have read the foregoing and declare that, to the best of my knowledge and belief, the information is true and correct. I attest that I have the authority to sign on behalf of my company and agree to comply, now and in the future, with all applicable Commission rules and orders.

Further, I am aware that, pursuant to Chapter 837.06, Florida Statutes, "Whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in s. 775.082 and s. 775.083."

UTILITY OFFICIAL:

MARIO SUFFERN

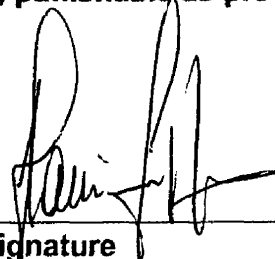
Print Name

PRESIDENT

Title

305 446 6014

Telephone No.



Signature

2-15-02

Date

305 445 7787

Fax No.

Address:

3692 SW 23 TERR

MIAMI, FL 33145

INTRASTATE NETWORK (if available)

Chapter 25-24.825 (5), Florida Administrative Code, requires the company to make available to staff the alternative local exchange service areas only upon request.

1. **POP:** Addresses where located, and indicate if owned or leased.

1) _____	2) _____	
_____	_____	
3) _____	4) _____	N/A
_____	_____	

2. **SWITCHES:** Address where located, by type of switch, and indicate if owned or leased.

1) _____	2) _____	
_____	_____	
3) _____	4) _____	N/A
_____	_____	

3. **TRANSMISSION FACILITIES:** POP-to-POP facilities by type of facilities (microwave, fiber, copper, satellite, etc.) and indicate if owned or leased.

<u>POP-to-POP</u>	<u>OWNERSHIP</u>	
1) _____	_____	
2) _____	_____	
3) _____	_____	N/A
4) _____	_____	

CERTIFICATE SALE, TRANSFER, OR ASSIGNMENT STATEMENT

I, (Name) _____
(Title) _____ of (Name of Company)

and current holder of Florida Public Service Commission Certificate Number # _____
_____, have reviewed this application and join in the petitioner's request for a:

- () sale
- () transfer
- () assignment

of the above-mentioned certificate.

UTILITY OFFICIAL:

Print Name

Signature

Title

Date

Telephone No.

Fax No.

Address: _____

Mario Suffern

I was born in Buenos Aires, Argentina the 7th of October, 1941.

**Finished Senior High School in Argentina.
Speaks fluent English , Spanish, and Portuguese.**

**Married during the last 23 years to Cristina Marrodan.
Has five children.**

I have founded and managed Intertoll Communications since 1991 to present.

Before I worked 12 years for Braniff International Airways and 3 years for Sheraton Hotels.

In the last decade I have been marketing and expanding the business of the company from Argentina, which is my place of residence, and have acquired experience and good knowledge of Latin American cultures.

My present project is to establish in Miami due to the changing market that forces me to concentrate all the efforts of the company in expanding our business among the latin communities located in South Florida, as well as Central America and Caribbean. This region has become the new target for my business and I find indispensable to stay at my main office to achieve this goal.

Intertoll Communications offers long distance calling from the USA, and a large variety of pre-paid calling cards for domestic and international destinations with around the clock support and customer service.

Mariano Suffern

Qualifications

- Dedicated to high quality work.
- Ability to work under pressure and in a demanding environment.
- Solid and strong sales and client relations.
- Computer experience includes office suites packages, communications systems (STX, Nact's Switched platform) and Internet applications.

Professional Experience

02/2000 - Present LanChile Airlines - Director of Marketing

Miami, FL

- Created new corporate image and branding of LanBox (Subsidiary of LanChile)
- Created corporate and special services websites.
- Achieved commercial alliances with major Internet portals of Latin America
- Trained and supervised the sales department of our regional offices in Latin America.

1992 - 02/2000

Intertoll Communications Network - Director of Latin American Operations

Miami, FL - Buenos Aires, Argentina

- Responsible for setting up ICN's offices throughout Latin America and Europe.
- Developed and implemented communications services in Argentina, Brazil and Perú
- Supervised and provided support for ICN's satellite offices in the U.S. and Latin America
- Negotiated contracts with tier 1 carriers such as AT&T, Qwest, MCIWorldcom and Sprint
- Managed and supervised U.S. relations with investments banks.

1990 -1992

Rio Bueno S.A. - Product Manager

Córdoba, Argentina

- Developed and coordinated pricing strategies for travel and road assistance.
- Compiled, updated and processed client information for mailing lists creation
- Responsible for database maintenance.
- Prepare monthly progress reports for the country manager.
- Organized Business to Business relationship events.

Languages

Spanish, English and Portuguese

Education

1989 English (CP) - Mesa State College - Grand Junction, Colorado
1990 - 1991 Marketing - Universidad de Palermo - Buenos Aires, Argentina
1998 Network Telemanagement System (NTS) - Provo, Utah

Jorge Bichara

My name is Jorge Bichara. I am the technical and operations supervisor for Intertoll Communications. My job description includes running of an NACT STX communications switch, an NTS 1000 unix based customer database program and other misc duties.

Work 305 446 6014

Fax 305 445 7787

Email: jorgeb@intertoll.net

**INTERTOLL COMMUNICATION
NETWORK CORP.**

FINANCIAL STATEMENTS

March 31, 2000

LEAL & ROS
ACCOUNTING AND TAXES
220 MIRACLE MILE, SUITE 206
CORAL GABLES, FLORIDA 33134
TEL. (305) 444-9929

INTERTOLL COMMUNICATIONS NETWORK, CORP.

FINANCIAL STATEMENTS

March 31, 2000

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LEAL & ROS
ACCOUNTING AND TAXES
220 MIRACLE MILE, SUITE 206
CORAL GABLES, FLORIDA 33134
TEL. (305) 444-9929 FAX (305) 444-9181

ACCOUNTANTS' COMPILATION REPORT

**To the Board of Directors
Intertoll Communication Network, Corp.**

We have compiled the accompanying Statements of Assets, Liabilities and Stockholders, Equity of Intertoll Communication Network, Corp. as of March 31, 2000, and the related Statement of Revenues and Expenses, for the year then ended in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. All information included in these financial statements is the representation of the management of Intertoll Communication Network Corp.

A compilation is limited to presenting, in the form of financial statements and supplemental schedules, information that is the representation of management. We have not audited or review the accompanying financial statements and accordingly, do not express an opinion or any other form of assurance on them.

Management has elected to omit substantially all of the disclosures required by generally accepted accounting principles. If the omitted disclosures were included in the financial statements they might influence the user's conclusions about the Company's financial position, and results of operations. Accordingly, these financial statements are not designed for those who are not informed about such matters.



May 15, 2000

INTERTOLL COMMUNICATION NETWORK CORP
Statements of Assets, Liabilities and Stockholders' Equity
As of March 31, 2000

07/21/00

	Mar 31, '00
ASSETS	
Current Assets	
Checking/Savings	
Cash - Merrill Lynch	21,902.33
Cash - NationsBank	3,890.78
Total Checking/Savings	25,793.11
Other Current Assets	
Due from Esta Bueno Corporation	16,316.00
Prepaid Income taxes	3,200.00
Total Other Current Assets	19,516.00
Total Current Assets	45,309.11
Fixed Assets	
Equipment	218,646.79
Software	8,120.50
Accumulated depreciation	-201,913.00
Total Fixed Assets	24,854.29
TOTAL ASSETS	<u>70,163.40</u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Other Current Liabilities	
Payroll Liabilities	2,023.21
Total Other Current Liabilities	2,023.21
Total Current Liabilities	2,023.21
Total Liabilities	2,023.21
Equity	
Common Stock	500.00
Paid in Capital	100,000.00
Retained Earnings	44,677.84
Net Income	-77,037.65
Total Equity	68,140.19
TOTAL LIABILITIES & EQUITY	<u>70,163.40</u>

INTERTOLL COMMUNICATION NETWORK CORP**Statements of Revenues and Expenses**

April 1999 through March 2000

Apr '99 - Mar '00

Ordinary Income/Expense	
Income	
Sales	1,210,695.50
Sales returns	-2,736.09
Total Income	1,207,959.41
Cost of Goods Sold	
Cost of Sales	
AT&T	233,540.45
Freight and courier	3,633.70
Inter Connect, Inc.	9,507.45
N A C T	7,598.79
Priority Paging, Inc.	21,836.04
Space Coast Communication	22,954.00
Sprint	615,210.53
U S West Communications	-1,410.15
Total Cost of Sales	912,870.81
Total COGS	912,870.81
Gross Profit	295,088.60
Expense	
Advertising	5,833.21
Automobile Expense	3,391.00
Bad Debt	6,000.00
Bank Service Charges	651.86
Billing service	4,415.61
Collection costs	120.00
Commissions	57,468.00
Computer supplies / maintenance	1,336.60
Contract Labor	7,800.00
Credit cards fees	45,371.19
Depreciation Expense	13,842.00
Dues and Subscriptions	260.00
Equipment Rental	-249.00
Hosting	500.00
Insurance	
Health Insurance	6,267.04
Liability Insurance	1,763.00
Total Insurance	8,030.04
Interest Expense	0.11
Licenses and Permits	2,142.50
Management fee	8,023.22
Moving expenses	400.00
Office Supplies	5,449.96
Operating expenses	17,336.49
Parking	2,722.61
Payroll Expenses	7,736.69
Postage and Delivery	2,423.79
Printing and Reproduction	1,449.09
Professional Fees	
Accounting	6,000.00
Legal Fees	252.00
Total Professional Fees	6,252.00
Rent	14,023.02
Repairs	2,300.00
Salaries	89,130.70
Seminar	2,690.00

INTERTOLL COMMUNICATION NETWORK CORP**Statements of Revenues and Expenses**

April 1999 through March 2000

Apr '99 - Mar '00

Taxes	
Property	188.38
State	5.00
Total Taxes	191.38
Telephone	33,009.46
Telephone cards	2,201.50
Travel & Ent	
Airfare	7,297.96
Lodging	514.98
Meals	52.50
Travel	728.49
Total Travel & Ent	8,593.93
Total Expense	361,344.96
Net Ordinary Income	-66,256.36
Other Income/Expense	
Other Income	
Dividends	806.26
Equipment sale	-11,621.00
Interest Income	33.45
Total Other Income	-10,781.29
Net Other Income	-10,781.29
Net Income	<u>-77,037.65</u>

**INTERTOLL COMMUNICATION
NETWORK CORPORATION**

FINANCIAL STATEMENTS

December 31, 1999

LEAL & ROS
ACCOUNTING AND TAXES
220 MIRACLE MILE, SUITE 206
CORAL GABLES, FLORIDA 33134
TEL. (305) 444-9929

LEAL & ROS
ACCOUNTING AND TAXES
220 MIRACLE MILE, SUITE 206
CORAL GABLES, FLORIDA 33134
TEL. (305) 444-9929 FAX (305) 444-9181

ACCOUNTANTS' COMPILATION REPORT

To the Board of Directors
Intertoll Communication Network, Corp.
Miami, Florida

The Accompanying Statements of Assets, Liabilities and Stockholders' Equity of Intertoll Communication Network, Corp. as of December 31 1999, and the related Statements of Revenues, Expenses and Retained Earnings for the three months then ended have been compiled by us.

A compilation is limited to presenting in the form of financial statements, information that is the representation of management. We have not audited or review the accompanying financial statements and accordingly, do not express an opinion or any other form of assurance on them.

The preparer is not authorized under the laws of the State of Florida to attest as an expert in accountancy to the reliability or fairness of presentation of financial information or utilize any form of disclaimer of opinion which is intended or conventionally understood to convey an assurance of reliability as to matters not specifically disclaimed.

Leal & Ros

January 11, 2000

INTERTOLL COMMUNICATION NETWORK CORP
Statement of Assets, Liabilities and Retained Earnings
As of December 31, 1999

	Dec 31, '99
ASSETS	
Current Assets	
Checking/Savings	
Cash - Merrill Lynch	925.42
Cash - NationsBank	2,144.41
Total Checking/Savings	3,069.83
Other Current Assets	
Due from Esta Bueno Corporation	10,031.07
Prepaid income taxes	3,200.00
Total Other Current Assets	13,231.07
Total Current Assets	16,300.90
Fixed Assets	
Software	8,120.50
Equipment	216,980.79
Accumulated depreciation	-209,340.00
Total Fixed Assets	15,761.29
Other Assets	
Loan receivable	9,091.00
Total Other Assets	9,091.00
TOTAL ASSETS	41,153.19
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Other Current Liabilities	
Payroll Liabilities	1,917.92
Total Other Current Liabilities	1,917.92
Total Current Liabilities	1,917.92
Total Liabilities	1,917.92
Equity	
Common Stock	500.00
Paid in Capital	100,000.00
Retained Earnings	44,677.84
Net Income	-105,942.57
Total Equity	39,235.27
TOTAL LIABILITIES & EQUITY	41,153.19

01/11/00

INTERTOLL COMMUNICATION NETWORK CORP
Statement of Revenues and Expenses
 October through December 1999

	Oct - Dec '99	Apr - Dec '99
Ordinary Income/Expense		
Income		
Sales	279,947.30	939,725.68
Sales returns	-1,321.14	-2,058.77
Total Income	278,626.16	937,666.91
Cost of Goods Sold		
Inter Connect, Inc.	9,507.45	9,507.45
Cost of Sales		
AT&T	20,378.43	193,778.19
N A C T	0.00	7,598.79
Priority Paging, Inc.	10,786.18	17,652.48
Sprint	149,019.77	533,863.53
Freight	12.50	1,446.86
Others costs	0.00	0.00
U S West Communications	0.00	-1,410.15
Total Cost of Sales	180,196.88	752,929.70
Total COGS	189,704.33	762,437.15
Gross Profit	88,921.83	175,229.76
Expense		
Collection costs	60.00	60.00
Telephone cards	0.00	2,201.50
Moving expenses	0.00	400.00
Freight and courier	993.77	993.77
Salaries	22,590.70	66,810.70
Commissions	15,500.00	42,000.00
Credit cards fees	10,529.90	21,824.43
Advertising	453.00	6,449.27
Automobile Expense	0.00	300.00
Bank Service Charges	119.00	437.50
Billing service	983.99	3,479.34
Computer supplies / maintenance	0.00	1,336.60
Contract Labor	0.00	7,800.00
Depreciation Expense	7,000.00	21,000.00
Dues and Subscriptions	0.00	110.00
Equipment Rental	139.91	169.88
Hosting	300.00	500.00
Insurance		
Health Insurance	1,668.87	5,054.23
Liability Insurance	0.00	1,763.00
Total Insurance	1,668.87	6,817.23
Interest Expense	0.11	0.11
Licenses and Permits	375.00	2,107.50
Management fee	1,464.92	2,964.92
Office Supplies	1,504.40	4,026.81
Operating expenses	4,643.52	14,897.64
Parking	926.09	2,307.27
Payroll Expenses	1,728.35	5,882.51
Postage and Delivery	53.00	2,402.79
Printing and Reproduction	0.00	839.45
Professional Fees		
Accounting	1,500.00	4,500.00
Legal Fees	0.00	252.00
Total Professional Fees	1,500.00	4,752.00
Rent	3,439.95	9,436.42
Repairs	0.00	2,300.00
Taxes		
Property	186.38	186.38
Total Taxes	186.38	186.38
Telephone	2,594.45	27,717.19

01/11/00

INTERTOLL COMMUNICATION NETWORK CORP

Statement of Revenues and Expenses

October through December 1999

	Oct - Dec '99	Apr - Dec '99
Travel & Ent		
Airfare	0.00	6,086.41
Lodging	0.00	514.98
Meals	0.00	52.50
Travel	309.99	585.16
Total Travel & Ent	309.99	7,239.05
Uncategorized Expenses	0.00	0.00
Total Expense	79,065.30	269,750.26
Net Ordinary Income	9,856.53	-94,520.50
Other Income/Expense		
Other Income		
Dividends	433.68	434.48
Equipment sale	0.00	-11,890.00
Interest Income	0.00	33.45
Total Other Income	433.68	-11,422.07
Net Other Income	433.68	-11,422.07
Net Income	10,290.21	-105,942.57

INTERTOLL COMMUNICATION NETWORK CORPORATION

FINANCIAL STATEMENTS

MARCH 31, 1998

Leonor M. Leal, CPA
220 MIRACLE MILE, SUITE 206
CORAL GABLES, FLORIDA 33134
TEL. (305) 444-9929

INTERTOLL COMMUNICATION NETWORK CORPORATION

FINANCIAL STATEMENTS

MARCH 31, 1998.

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LEONOR M. LEAL
CERTIFIED PUBLIC ACCOUNTANT
220 MIRACLE MILE, SUITE 206
CORAL GABLES, FLORIDA 33134
TEL. (305) 444-9929
FAX (305) 444-9181

ACCOUNTANT'S COMPILATION REPORT

To the Board of Directors
Intertoll Communication Network Corporation
Miami, Florida

We have compiled the accompanying Balance Sheet of Intertoll Communication Network Corporation as of March 31, 1998., and the related Statement of Income , and accumulated deficit for the year then ended and the accompanying supplementary information contained in Schedule I, which is presented only for supplemental analysis purposes, in accordance with Statements on Standards for Accounting and Reviews Services issued by the American Institute of Certified Public Accountants. All information included in these financial statements is the representation of the management of Intertoll Communication Network Corporation.

A compilation is limited to presenting, in the form of financial statements and supplemental schedules, information that is the representation of management. We have not audited or review the accompanying financial statements and accordingly, do not express an opinion or any other form of assurance on them.

Management has elected to omit the statements of cash flows, and substantially all of the disclosures required by generally accepted accounting principles. If the omitted disclosures and statements of cash flows were included in the financial statements they might influence the user's conclusions about the Company's financial position, results of operations and its cash flows. Accordingly, these financial statements are not designed for those who are not informed about such matters

June 24, 1998



INTERTOLL COMMUNICATION NETWORK CORPORATION
BALANCE SHEET

MARCH 31, 1998

ASSETS

CURRENT ASSETS

Cash in Bank	\$ 57,646
Accounts Receivable	327,625
Loan Receivable	12,870
Prepaid Taxes	6,860
Prepaid Expenses	<u>11,023</u>

TOTAL CURRENT ASSETS 416,024

PROPERTY AND EQUIPMENT

Furniture and Equipment	245,806
Less Accumulated Depreciation	<u>172,522</u>

TOTAL PROPERTY AND EQUIPMENT 73,284

TOTAL ASSETS \$ 489,308

See accompanying accountants' compilation report.

INTERTOLL COMMUNICATION NETWORK CORPORATION
BALANCE SHEET

MARCH 31, 1998

LIABILITIES AND STOCKHOLDERS' EQUITY

CURRENT LIABILITIES

Loan Payable	\$ 22,987
Accrued Expenses	447,496
Payroll Taxes Payable	<u>2,988</u>

TOTAL CURRENT LIABILITIES	473,471
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STOCKHOLDERS' EQUITY

Common Stock	500
Paid in Capital	100,000
Accumulated deficit	<u>(84,663)</u>

TOTAL STOCKHOLDERS' EQUITY	<u>15,837</u>
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TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>\$ 489,308</u>
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See accompanying accountants' compilation report.

INTERTOLL COMMUNICATION NETWORK CORPORATION
INCOME STATEMENT AND ACCUMULATED DEFICIT

For the year ended March 31, 1998

SALES		\$ 3,696,164
COST OF SALES		<u>3,140,263</u>
GROSS PROFIT		555,901
SELLING COSTS		
Commission		41,951
Commission - officer		60,000
Advertising		10,266
Travel and Lodging		<u>17,091</u>
TOTAL SELLING COSTS		129,308
GENERAL AND ADMINISTRATIVE EXPENSES		<u>347,436</u>
NET INCOME FROM OPERATIONS		79,157
OTHER EXPENSES		
Recruiting		7,060
Severance paid		<u>43,060</u>
TOTAL OTHER EXPENSES		<u>50,120</u>
INCOME BEFORE PROVISION FOR INCOME TAXES		29,037
Provision for Income Taxes		<u>(5,600)</u>
INCOME BEFORE BENEFIT FOR INCOME TAXES		23,437
Benefits for utilization of net operating loss carry forward		<u>5,600</u>
NET INCOME		29,037
ACCUMULATED DEFICIT		
Beginning balance		(113,700)
Ending Balance		<u>\$ (84,663)</u>

See accompanying accountant's compilation report.

Supplemental Schedule I

General and Administrative Expenses

INTERTOLL COMMUNICATION NETWORK CORPORATION
SCHEDULE OF GENERAL AND ADMINISTRATIVE EXPENSES

For the year ended March 31, 1998

Salaries	\$	137,203
Credit cards fees		51,050
Depreciation		49,507
Auto		1,285
Billing service		6,845
Bank service charges		4,579
Computer supplies/maintenance		4,248
Contract labor		1,576
Credit cards service network		9,121
Equipment rental		1,402
Insurance		5,855
Licenses and Permits		773
Office Supplies		11,804
Operating expenses		2,948
Payroll taxes		12,854
Professional fees		8,414
Programmer		3,228
Parking		1,365
Rent		13,057
Repairs		2,292
Telephone		10,253
Travel and lodging		<u>7,777</u>
TOTAL GENERAL AND ADMINISTRATIVE EXPENSES	\$	<u>347,436</u>

See accompanying accountants compilation report.